

1 JORDAN ETH (Bar No. 121617)  
2 Email: JEth@mofo.com  
3 ANNA ERICKSON WHITE (Bar No. 161385)  
4 Email: AWhite@mofo.com  
5 PHILIP T. BESIROF (Bar No. 185053)  
6 Email: PBesirof@mofo.com  
7 MARK R.S. FOSTER (Bar No. 223682)  
8 Email: MFoster@mofo.com  
9 MORRISON & FOERSTER LLP  
10 425 Market Street  
11 San Francisco, California 94105-2482  
Telephone: 415.268.7000  
Facsimile: 415.268.7522

12 Attorneys for Defendants MARK PINCUS, DAVID M.  
WEHNER, JOHN SCHAPPERT, MARK VRANESH,  
REGINALD D. DAVIS, CADIR B. LEE, WILLIAM  
GORDON, REID HOFFMAN, JEFFREY KATZENBERG,  
STANLEY J. MERESMAN, SUNIL PAUL, ELLEN F.  
SIMINOFF, OWEN VAN NATTA, and Nominal Defendant  
ZYNGA INC.

13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA

IRA for the Benefit of KARL GRAULICH,  
derivatively on behalf of ZYNGA INC.,

Plaintiff,

v.

MARK PINCUS, JOHN SCHAPPERT,  
WILLIAM GORDON, REID HOFFMAN,  
JEFFREY KATZENBERG, STANLEY J.  
MERESMAN, SUNIL PAUL, OWEN VAN  
NATTA, MARK VRANESH, DAVID M.  
WEHNER, REGINALD D. DAVIS, and CADIR  
B. LEE,

Defendants,

and

ZYNGA INC.,

Nominal Defendant.

Case No. 12-CV-4327-JSW

**STIPULATION AND [PROPOSED]  
ORDER CONSOLIDATING  
RELATED SHAREHOLDER  
DERIVATIVE ACTIONS AND  
DEFERRING DEFENDANTS'  
DEADLINES TO RESPOND**

Judge: Hon. Jeffrey S. White  
Complaint Filed: Aug 16, 2012  
Trial Date: None Set

[Caption continues on following page.]

1 MARC ALBIN, derivatively on behalf of  
2 ZYNGA INC.,  
3 Plaintiff,  
4 v.  
5 MARK PINCUS, CADIR LEE, REID  
6 HOFFMAN, OWEN VAN NATTA, DAVID M.  
WEHNER, MARK VRANESH, JOHN  
7 SCHAPPERT, REGINALD D. DAVIS,  
WILLIAM GORDON, JEFFREY  
KATZENBERG, STANLEY J. MERESMAN,  
8 SUNIL PAUL, and JEFF KARP,  
Defendants,  
9 and  
10 ZYNGA INC., a Delaware corporation,  
11 Nominal Defendant

---

12 STACEY BARRON, derivatively on Behalf of  
13 ZYNGA INC.,  
14 Plaintiff,  
15 -against-  
16 MARK PINCUS, DAVID M. WEHNER, MARK  
VRANESH, CADIR LEE, REGINALD D.  
DAVIS, JEFF KARP, WILLIAM GORDON,  
OWEN VAN NATTA, JEFFREY  
KATZENBERG, STANEY J. MERESMAN,  
18 SUNIL PAUL, and JOHN SCHAPPERT,  
19 Defendants.  
20 -and-  
21 ZYNGA INC.,  
22 Nominal Defendant.

Case No. 12-CV-4330-JSW

**RELATED CASE**

Judge: Hon. Jeffrey S. White  
Complaint Filed: Aug. 16, 2012  
Trial Date: None Set

Case No. 12-CV-4547-JSW

**RELATED CASE**

Judge: Hon. Jeffrey S. White  
Complaint Filed: Aug. 30, 2012  
Trial Date: None Set

1 JEANNA WEBER, derivatively on Behalf of  
2 ZYNGA INC.,  
3 Plaintiff,  
4 -against-  
5 MARK PINCUS, WILLIAM GORDON, REID  
6 HOFFMAN, JEFFREY KATZENBERG,  
7 STANLEY J. MERESMAN, SUNIL PAUL,  
8 ELLEN F. SIMINOFF, OWEN VAN NATTA,  
9 JOHN SCHAPPERT, MARK VRANESH,  
10 DAVID M. WEHNER, REGINALD D. DAVIS,  
11 and CADIR B. LEE,  
12 Defendants.  
13 -and-  
14 ZYNGA INC.,  
15 Nominal Defendant.

Case No. 12-CV-4684-JSW

**RELATED CASE**

Judge: Hon. Jeffrey S. White  
Complaint Filed: Sept. 7, 2012  
Trial Date: None Set

All parties in the above-captioned actions, through their undersigned counsel, hereby submit this Stipulation and [Proposed] Order consolidating related shareholder derivative actions and deferring Defendants' deadlines to respond to the complaints.

## RECITALS

A. Between August 16 and September 7, 2012, the following four shareholder derivative actions (the “Derivative Actions”) were filed in this Court alleging claims on behalf of Zynga Inc. (“Zynga”) and certain of Zynga’s current and former directors, officers, and executives.

1. *IRA of Graulich v. Pincus, et al.*, 12-CV-4327-JSW (filed Aug. 16, 2012)
  2. *Albin v. Pincus, et al.*, 12-CV-4330-JSW (filed Aug. 16, 2012)
  3. *Barron v. Pincus, et al.*, 12-CV-4547-JSW (filed Aug. 30, 2012)
  4. *Weber v. Pincus, et al.*, 12-CV-4684-JSW (filed Sept. 7, 2012)

B. On November 9, 2012, the Court related the Derivative Actions to each other and to various securities class actions. (ECF No. 34)

C. The parties believe that the Derivative Actions should be consolidated pursuant to Federal Rule of Civil Procedure 42(a) because they share common questions of law and fact and substantially the same parties, events, and claims.

D. The parties further believe that consolidation of the Derivative Actions would serve the interests of judicial economy and avoid the potential for conflicting rulings.

E. Competing motions have been filed for the appointment of lead Plaintiff's counsel and the Establishment of Leadership Structure for Derivative Actions. A hearing for those competing motions has been set for February 15, 2013, pursuant to a scheduling order issued on November 9, 2012. (ECF No. 35.)

THEREFORE, IT IS HEREBY STIPULATED AND AGREED AS FOLLOWS:

## L. CONSOLIDATION

1. The parties agree that the following Derivative Actions should be consolidated for all purposes, including pre-trial proceedings and trial:

	<u>ABBREVIATED CASE NAME</u>	<u>CASE NUMBER</u>	<u>DATE FILED</u>
1			
2	<i>IRA of Graulich v. Pincus, et al.</i>	12-CV-4327-JSW	Aug. 16, 2012
3	<i>Albin v. Pincus, et al.</i>	12-CV-4330-JSW	Aug. 16, 2012
4	<i>Barron v. Pincus, et al.</i>	12-CV-4547-JSW	Aug. 30, 2012
	<i>Weber v. Pincus, et al.</i>	12-CV-4684-JSW	Sept. 7, 2012

2. Every pleading filed in the consolidated action, or in any separate action included herein, shall bear the following caption:

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA

3. The files of the consolidated action shall be maintained in one file under Lead Case No. 12-CV-4327-JSW.

4. This Order shall apply to each derivative case, arising out of the same or substantially the same transactions or events as these cases, which is subsequently filed in or deemed related to the existing Related Actions.

## II. RESPONSE DEADLINE DEFERRED

5. Defendants shall have no obligation to answer or otherwise respond to any of the complaints filed in the Derivative Actions or any subsequently related action until after the Court appoints lead counsel for the consolidated the Derivative Actions.

1       6. Defendants will meet and confer with the court-appointed lead counsel within  
2 fourteen days after the Court makes its appointment to discuss a schedule for the filing of a  
3 consolidated amended complaint and Defendants' responses.

4

5 **IT IS SO STIPULATED.**

6

7

8 Dated: November 27, 2012

9

10 JORDAN ETH  
11 ANNA ERICKSON WHITE  
12 PHILIP T. BESIROF  
13 MARK R.S. FOSTER  
14 MORRISON & FOERSTER LLP

15 By: /s/ Anna Erickson White  
16 ANNA ERICKSON WHITE

17 Attorneys for Defendants MARK PINCUS,  
18 DAVID M. WEHNER, JOHN SCHAPPERT,  
19 MARK VRANESH, REGINALD D. DAVIS,  
20 CADIR B. LEE, WILLIAM GORDON, REID  
21 HOFFMAN, JEFFREY KATZENBERG,  
22 STANLEY J. MERESMAN, SUNIL PAUL,  
23 ELLEN F. SIMINOFF, OWEN VAN  
24 NATTA, and Nominal Defendant ZYNGA  
25 INC.

26

27 ALAN R. PLUTZIK  
28 BRAMSON, PLUTZIK, MAHLER, &  
BIRKHAEUSER LLP

29 By: /s/ Alan R. Plutzik  
30 ALAN R. PLUTZIK  
31 Attorneys for Plaintiff IRA for the Benefit of  
32 Karl Graulich

1 BRIAN J. ROBBINS  
2 FELIPE J. ARROYO  
3 SHANE P. SANDERS  
4 KEVIN S. KIM  
5 ROBBINS UMEDA LLP

6 By: /s/ Shane P. Sanders  
7 SHANE P. SANDERS  
8 Attorneys for Plaintiff Marc Albin

9 PAUL R. HUFF  
10 NIELSON | HUFF LLP

11 and

12 MICHAEL I. FISTEL JR.  
13 MARSHALL P. DEES  
14 HOLZER HOLZER & FISTEL LLP

15 By: /s/ Paul R. Huff  
16 PAUL R. HUFF  
17 Attorneys for Plaintiff Stacey Barron

18 BRIAN J. BARRY  
19 LAW OFFICE OF BRIAN BARRY

20 and

21 JOSEPH E. WHITE, III  
22 JONATHAN M. STEIN  
23 SAXENA WHITE P.A.

24 By: /s/ Brian J. Barry  
25 BRIAN J. BARRY  
26 Attorneys for Plaintiff Jeanna Weber

27 **[PROPOSED] ORDER**

28 Pursuant to the parties' Stipulation, it is SO ORDERED.

29 December 3,  
30 Dated: November, 2012

31 By: Jeffrey S. White  
32 THE HONORABLE JEFFREY S. WHITE  
33 United States District Judge